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PROPOSED COUNSEL TO DEBTORS

REAGOR-DYKES MOTORS, LP *et al.*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
LUBBOCK DIVISION**

IN RE:

REAGOR-DYKES MOTORS, LP, *et al.*¹

Debtor.

§

§

§ **Case No. 18-50214-rlj-11**

§ **Jointly Administered**

§

**UNOPPOSED MOTION FOR ORDER EXTENDING TIME
TO FILE SCHEDULES OF ASSETS AND LIABILITIES
AND STATEMENT OF FINANCIAL AFFAIRS**

Reagor-Dykes Motors, LP; Reagor-Dykes Imports, LP; Reagor-Dykes Amarillo, LP; Reagor-Dykes Auto Company, LP; Reagor-Dykes Plainview, LP; Reagor-Dykes Floydada, LP (collectively, “*Reagor-Dykes*” or the “*Debtors*”), as debtors and debtors-in-possession in the above-styled and captioned case hereby file this *Unopposed Motion for Order Extending Time to File Schedules of Assets and Liabilities and Statement of Financial Affairs* (the “*Motion*”), and in support of the Motion respectfully states as follows:

¹ The Debtors are Reagor-Dykes Imports, LP (Case No. 18-50215), Reagor-Dykes Amarillo (Case No. 18-50216), Reagor-Dykes Auto Company, LP (Case No. 18-50217), Reagor-Dykes Plainview, LP (Case No. 18-50218), and Reagor-Dykes Floydada, LP (Case No. 18-50219).

I.
JURISDICTION AND VENUE

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and venue is proper under 28 U.S.C. §§ 1408 and 1409.

2. The legal predicates for the relief requested in this Motion are §§ 105(a), 363, 365, 503(b), 507(a), 541, 1107(a), and 1108 of title 11 of the United States Code (the “**Bankruptcy Code**”), and rules 2002, 6004, 6006, 9007, and 9014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

II.
BACKGROUND

3. On August 1, 2018 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), thereby initiating the above-captioned, jointly-administered bankruptcy cases (the “**Chapter 11 Cases**”) in the Bankruptcy Court for the Northern District of Texas (the “**Court**”) and creating their bankruptcy estates (the “**Estates**”). Together with two non-debtor entities, Reagor Auto Mall, Ltd. and Reagor Dykes Snyder, LP, the Debtors operate eight (8) dealerships with thirteen (13) locations – twelve (12) in West Texas and one (1) location in Dallas – as a consolidated group (collectively, the “**Dealerships**”).

4. The Debtors continue to operate and to manage their businesses as “debtors-in-possession” pursuant to §§ 1107 and 1108 of the Bankruptcy Code. However, on August 30, 2018, BlackBriar Advisors, L.L.P. (“**BlackBriar**”) was approved on a final basis by the Court as Chief Restructuring Officer.

5. Also, on August 30, 2018, this Court approved Mullin Hoard & Brown, L.L.P.’s withdrawal as counsel to the Debtors effective as of August 21, 2018.

6. Subject to this Court’s approval, the Debtors hired the undersigned as (replacement) counsel to the Debtors effective as of August 22, 2018. On or around September 11, 2018, the Debtors filed their *Application for an Order Pursuant to 11 U.S.C. § 327(a) and Bankruptcy Rules 2014 and 2016 Authorizing Employment and Retention of Foley Gardere, Foley & Lardner LLP, as Counsel to the Debtors and Debtors-in-Possession Effective August 22, 2018*.

7. Subject to this Court’s approval, the Debtors hired John Thompson at Elm Tree Advisors V, LLV (“**Elm Tree**”) as their investment banker and strategic-alternative advisor. On or around September 11, 2018, the Debtors filed their *Application for Authority to Employ Elm Tree Advisors V LLC as Investment Bankers and Transaction Advisors*. Elm Tree’s director, Mr. John Thompson (“**Thompson**”), will manage the day-to-day operations of the proposed sale process and report to BlackBriar on the same.

8. On September 10, 2018, the Debtors filed a *Motion for Entry of an Order (I) Authorizing and Approving: (A) Bid Procedures; (B) Stalking Horse Bidder and Overbid Protections; and (C) Form and Manner of Notices; (II) Scheduling an Auction and Sale Hearing; (III) Approving the Sale of Substantially All of the Debtors Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests; and (IV) Granting Related Relief* [Docket No. 222] (the “**Bid Procedures Motion**”), asking this Court to approve a sale process and a sale-process timeline.

9. Since its involvement, BlackBriar has worked hard to understand the Debtors’ business, stabilize operations, and develop and implement a marketing and sale process that is

designed to maximize value of the Dealerships and the assets of the Estates for the benefit of all creditors and stakeholders. That work has consumed significant time and resources. This requested extension will give BlackBriar and the Debtors the time necessary to focus on Schedule and Statement-of-Financial-Affair preparation.

III. RELIEF REQUESTED

10. The Debtor hereby requests that the Court enter an order (the “***Order***”) pursuant to § 521 of the Bankruptcy Code and Rules 1007 and 9006 of the Federal Rules of Bankruptcy Procedure (the “***Bankruptcy Rules***”) and L.B.R. 1007-1 for the Northern District of Texas (the “***Local Rules***”) granting an extension of time to file Schedules and Statements (defined below) with this Court. The Debtors request an additional thirty (30) days to file its Schedules and Statements, thereby establishing a deadline of October 15, 2018, for the filing of the Schedules and Statements.

IV. ARGUMENT AND AUTHORITIES

11. Pursuant to § 521 of the Bankruptcy Code and Bankruptcy Rule 1007, if the bankruptcy petition is accompanied by a list of all the Debtor’s creditors and their addresses, a debtor is required, within 14 days from the date of filing, to file with the court: (a) a schedule of assets and liabilities; (b) a statement of financial affairs; (c) a schedule of current income and expenditures; (d) a statement of executory contracts and unexpired leases; and (e) a list of equity security holders (collectively, the “***Schedules and Statements***”). Pursuant to Local Rule 1007-1(c)(2), the undersigned conferred with the United States Trustee’s office about the relief requested in this Motion, and the United States Trustee’s office does not oppose the relief requested.

12. Given the complexity of the Debtors' financial affairs, the large number of potential creditors and parties in interest, and the intricacy of these cases, it will take substantial time for the Debtors to analyze and compile the information needed to complete its Schedules and Statements. The current deadline to file the Schedules and Statement is September 14, 2018; therefore, the Debtors need to extend / enlarge that deadline.

13. The analysis and compilation of the information for the Schedules and Statements will take more time because: (a) there are other urgent demands on the Debtors as a result of the filing of this case that will consume the time of key personnel; (b) the Debtor has a substantial amount of creditors and parties-in-interest in the Chapter 11 Cases; (c) the Debtors' operations involve numerous contracts, leases, and other agreements; (d) many of the Debtors' liabilities may constitute contingent, unliquidated claims relating to obligations that are difficult to quantify at this time; and (e) the Debtors and their professionals need time to evaluate the information comprising the Schedules and Statements and thoughtfully prepare the Schedules and Statements.

14. At this juncture, the Debtors estimate that an extension of thirty (30) additional days will provide sufficient time to prepare and file their Schedules and Statements. This request for a thirty-day extension is modest, in comparison to the requests made by similarly-situated debtors. The Debtors request that the Court establish October 15, 2018, as the date on or before which they must file their Schedules and Statements, without prejudice to the Debtors' rights to seek further extensions from this Court, or to seek a waiver of the requirement of filing certain Schedules and Statements. As indicated below in the certificate of conference, the United States Trustee's office does not oppose this extension.

**V.
NOTICE**

15. Copies of motions and other pleadings in this case are available on the Court's website at **ecf.txnb.uscourts.gov**. Parties may also request any pleading from proposed counsel for the Debtors at: Foley Gardere, Foley & Lardner LLP, 2021 McKinney Avenue, Suite 1600, Dallas, Texas 75201 (acordero@foley.com).

WHEREFORE, the Debtors respectfully request that the Court enter an order: (i) extending the time for filing the Schedules and Statements for an additional thirty (30) days through and including October 15, 2018; and (ii) granting such other and further relief as the Court deems to be just and proper.

DATED: September 11, 2018

Respectfully submitted by:

/s/ Marcus A. Helt

Marcus A. Helt (TX 24052187)

C. Ashley Ellis (TX 00794824)

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PROPOSED COUNSEL TO DEBTORS

REAGOR-DYKES MOTORS, LP *et al.*

CERTIFICATE OF SERVICE

I hereby certify that, on September 11, 2018, a true and correct copy of the foregoing document was served electronically by the Court's PACER system, and in the form and manner as set forth hereinabove.

/s/ Marcus A. Helt

Marcus A. Helt

**UNOPPOSED MOTION FOR ORDER EXTENDING TIME TO FILE SCHEDULES OF
ASSETS AND LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS – Page 6**

CERTIFICATE OF CONFERENCE

I certify that, pursuant to Local Rule 1007-1(c)(2), the undersigned conferred with the United States Trustee's office about the relief requested in this Motion, and the United States Trustee's office does not oppose the relief requested.

/s/ Marcus A. Helt

Marcus A. Helt